MATERIAL CHANGE REPORT

1. <u>Reporting Issuer</u>

   Maxxcom Inc.
   35A Hazelton Avenue
   Toronto, Ontario
   CANADA M5R 2E3

2. <u>Date of Material Change</u>

   April 5, 2001

3. <u>Press Release</u>

   A press release in the form of Schedule "A" annexed hereto was disseminated on April 5, 2001 via Business Wire with Canadian distribution.

4. <u>Summary of Material Change</u>

   Maxxcom Inc. ("Maxxcom") completed a private placement to a wholly-owned subsidiary of MDC Corporation Inc. ("MDC") of 1,333,333 common shares of Maxxcom at a price of $7.50 per share for aggregate proceeds of $10,000,000.

5. <u>Full Description of Material Change</u>

   1451946 Ontario Limited, a wholly-owned subsidiary of MDC, acquired from treasury 1,333,333 common shares of Maxxcom at a price of $7.50 per share for aggregate proceeds of $10,000,000. The proceeds of the private placement will be used by Maxxcom to repay indebtedness.

   In connection with the private placement transaction, the Board of Directors of Maxxcom established a committee of independent directors to review and approve the transaction. Following the unanimous approval of the independent committee, the Board of Directors of Maxxcom unanimously approved the transaction.

   As a result of this acquisition, MDC directly and indirectly owns 20,466,375 common shares of Maxxcom or approximately 75.7% of the outstanding common shares of Maxxcom. Miles S. Nadal, who is presumed to be acting jointly or in concert with MDC, owns 10,000 common shares of Maxxcom and options to acquire common shares of Maxxcom. The indirect acquisition of the common shares of Maxxcom by MDC was undertaken for investment purposes.

The Boards of Directors of MDC and Maxxcom determined that the transaction would close following receipt of all necessary regulatory approvals.

The press release annexed hereto as Schedule "A" provides further particulars of the material change.

6. Reliance on Section 75(3) of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

If further information is required, please contact Glenn Gibson, Executive Vice President and Chief Financial Officer of Maxxcom Inc., whose business telephone number is (416) 960-6090.

9. Statement by Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Toronto in the Province of Ontario as of the 5th day of April, 2001.

"Glenn Gibson"
Glenn Gibson
Executive Vice President and Chief Financial Officer

Schedule "A"

PRESS RELEASE
FOR IMMEDIATE RELEASE

CONTACTS:	Beverley Morden President and CEO Maxxcom Inc. (416) 960-6090 Ext. 242	Miles S. Nadal Chairman and CEO MDC Corporation Inc. (416) 960-9000 Ext. 223
	Glenn Gibson Executive Vice President and CFO Maxxcom Inc. (416) 960-6090 Ext. 224	Peter Lewis Executive Vice President and CFO MDC Corporation Inc. (416) 960-9000 Ext. 272

MAXXCOM EXPANDS EQUITY BASE BY $10,000,000
Issues 1,333,333 Common Shares at $7.50 per share

TORONTO, Canada (April 5, 2001) -- MDC Corporation Inc. ("MDC") of Toronto and Maxxcom Inc. ("Maxxcom") today announced that MDC, through a wholly-owned subsidiary, 1451946 Ontario Limited, acquired from treasury 1,333,333 common shares of Maxxcom at a price of $7.50 per share for aggregate proceeds to Maxxcom of $10,000,000. The proceeds of the private placement will be used by Maxxcom to repay indebtedness.

In connection with the private placement transaction, the Board of Directors of Maxxcom established a committee of independent directors to review and approve the transaction. Following the unanimous approval of the independent committee, the Board of Directors of Maxxcom unanimously approved the transaction.

The transaction has been approved by the Board of Directors of MDC. This additional equity investment demonstrates MDC's continuing commitment to the long term future of Maxxcom. "MDC is enhancing its commitment to Maxxcom to position it to capitalize on acquisition opportunities in the future and to enhance the strength of Maxxcom's financial position going forward," said Miles S. Nadal, Chairman and CEO of MDC.

As a result of this acquisition, MDC directly and indirectly owns 20,466,375 common shares of Maxxcom or approximately 75.7% of the outstanding common shares of Maxxcom. Miles S. Nadal, who is presumed to be acting jointly or in concert with MDC, owns 10,000 common shares of Maxxcom and options to acquire additional common shares of Maxxcom. The indirect acquisition of the common shares of Maxxcom by MDC was undertaken for investment purposes.

MDC will evaluate its ownership position in Maxxcom from time to time, and depending on a number of circumstances (including, but not limited to, performance of the common shares of Maxxcom in the market), MDC may from time to time purchase directly or indirectly additional common shares of Maxxcom.

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The Boards of Directors of MDC and Maxxcom determined that the transaction would close following receipt of all necessary regulatory approvals.

About Maxxcom Inc.

Maxxcom is the largest full-service marketing communications organization based in Canada. Its entrepreneurial partner firms provide a comprehensive range of communications services to clients in North America, the United Kingdom and Europe. Services include advertising, direct marketing, database management, sales promotion, public relations, investor relations, marketing research, corporate identity and branding, and interactive marketing.

Maxxcom's Perpetual Partnership philosophy provides partner firms with operational freedom while linking them to the professional and financial resources they need to accelerate and optimize growth. Maxxcom is a subsidiary of MDC Corporation Inc. Maxxcom's outstanding common shares are traded on The Toronto Stock Exchange under the symbol MXX.

About MDC Corporation Inc.

MDC is a publicly traded international business services organization with operating units in Canada, the United States, United Kingdom and Australia. MDC offers security sensitive transaction products and services in four primary areas: Personalized Transaction Products such as personal and business cheques; Electronic Transaction Products such as credit, debit, telephone and smart cards; Secure Ticketing Products, such as airline, transit and event tickets; Stamps, both postal and excise. In addition, MDC is majority owner of Maxxcom Inc. MDC Shares are traded on The Toronto Stock Exchange under the symbol MDZ.A and on NASDAQ National Market Systems under the symbol MDCA.

Further information regarding Maxxcom can be obtained on its web site at www.maxxcominc.com. Further information regarding MDC may be obtained on its website at www.mdccorp.com.